



Entered on Docket
January 25, 2007

Hon. Linda B. Riegle
United States Bankruptcy Judge

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Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.

In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.

In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
Debtor.

In re: USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

In re: USA SECURITIES, LLC,
Debtor.

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☒ USA Capital First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
Case No. BK-S-06-10725 LBR

Date: N/A
Time: N/A

**STIPULATION AND ORDER FOR
WITHDRAWAL WITH PREJUDICE
OF PROOFS OF CLAIM FILED BY
PBGC AGAINST DTDF AND FTDF**

1 USA Capital First Trust Deed Fund, LLC ("FTDF") and USA Capital Diversified Trust
2 Deed Fund, LLC ("DTDF"), two of the debtors in these jointly administered chapter 11 cases,
3 hereby stipulate with the Pension Benefit Guaranty Corporation ("PBGC") as follows:

4 1. On or about November 9, 2006, PBGC filed three proofs of claim against FTDF in
5 the FTDF bankruptcy case asserting claims on various grounds, designated on the claims register
6 as claim numbers 83, 84, and 85 ("PBGC's FTDF Claims").

7 2. On or about November 9, 2006, PBGC filed three proofs of claim against DTDF in
8 the DTDF bankruptcy case asserting claims on various grounds, designated on the claims register
9 as claim numbers 79, 80, and 81 ("PBGC's DTDF Claims").

10 3. On December 22, 2006, DTDF filed an objection to PBGC's DTDF Claims (docket
11 number 2251).

12 4. On December 22, 2006, FTDF filed an objection to PBGC's FTDF Claims (docket
13 number 2254).

14 5. On January 5, 2007, FTDF and DTDF filed a Declaration of Thomas J. Allison in
15 support of their objections to PBGC's FTDF Claims and PBGC's DTDF Claims (the "Allison
16 Declaration") providing certain details regarding the ownership and control of FTDF and DTDF.

17 6. Based in part on the Allison Declaration, the PBGC has agreed to withdraw with
18 prejudice PBGC's FTDF Claims and PBGC's DTDF Claims.

19 7. This stipulation shall not affect PBGC's claims against the other debtors in this
20 jointly-administered proceeding.

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1 WHEREFORE, based on the stipulation set forth above, the parties hereby agree, and
2 request that the Court approve this stipulation as an order of the Court pursuant to Fed. R. Bankr.
3 P. 3006, as follows:

- 4 1. The PBGC's FTDF Claims are hereby withdrawn with prejudice; and
5 2. The PBGC's DTDF Claims are hereby withdrawn with prejudice.

6 Dated this 24th day of January, 2007.

7 RAY QUINNEY & NEBEKER P.C. and
8 SCHWARTZER & McPHERSON LAW FIRM

9 By: 

10 ANNETTE W. JARVIS
11 LENARD E. SCHWARTZER
12 JEANETTE E. McPHERSON
13 *Attorneys for Debtors*

14 PENSION BENEFIT GUARANTY CORPORATION

15 By: _____

16 JAMES L. EGGEMAN
17 ERIKA E. BARNES
18 *Attorneys for Pension Benefit Guaranty Corporation*

19 Approved:

20 ORRICK, HENDERSON & SUTCLIFFE, LLP

21 By: 

22 MARC A. LEVINSON
23 *Attorneys for the Official Committee of*
24 *Equity Security Holders Of USA Capital*
25 *Diversified Trust Deed Fund, LLC*

26 STUTMAN TREISTER & GLATT P.C.

27 By: _____

28 EVE KARASIK
Attorneys for the Official Committee of
Equity Security Holders Of USA
Capital First Trust Deed Fund, LLC

IT IS SO ORDERED.

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WHEREFORE, based on the stipulation set forth above, the parties hereby agree, and request that the Court approve this stipulation as an order of the Court pursuant to Fed. R. Bankr. P. 3006, as follows:

1. The PBGC's FTDF Claims are hereby withdrawn with prejudice; and
2. The PBGC's DTDF Claims are hereby withdrawn with prejudice.

Dated this ____ day of January, 2007.

RAY QUINNEY & NEBEKER P.C. and
SCHWARTZER & McPHERSON LAW FIRM

By: _____
ANNETTE W. JARVIS
LENARD E. SCHWARTZER
JEANETTE E. McPHERSON
Attorneys for Debtors

PENSION BENEFIT GUARANTY CORPORATION

By: /s/ Jim Eggeman
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Approved:

ORRICK, HENDERSON & SUTCLIFFE, LLP

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STUTMAN TREISTER & GLATT P.C.

By: /s/ Eve Karasik
EVE KARASIK
*Attorneys for the Official Committee of
Equity Security Holders Of USA
Capital First Trust Deed Fund, LLC*

IT IS SO ORDERED.

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